BANYAN GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED MARCH 31, 2013

Background

This discussion and analysis of financial position and results of operations is prepared as at May 10, 2013 and should be read in conjunction with the unaudited interim financial statements and the accompanying notes for the six months ended March 31, 2013 and the audited financials for the period ended September 30, 2012 for Banyan Gold Corp. (the "Company"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

The reader is encouraged to review the Company statutory filings on www.sedar.com.

Company Overview

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Alberta Corporations Act **("ABCA")** on July 26, 2010 under the name Banyan Coast Capital Corp, which was subsequently changed to Banyan Gold Corp under a certificate of amendment on February 14, 2013. On November 23, 2010 the Company filed a final prospectus in the provinces of British Columbia, Alberta, Saskatchewan and Ontario to issue 2,000,000 common shares at a price of $0.15 per share (the "**Prospectus**"). On November 24, 2010, the Company received final receipts for a prospectus and became a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario.

Banyan Coast Capital Corp. successfully completed its initial public offering raising gross proceeds of $300,000 on January 25, 2011. A total of two million common shares in the capital of the corporation were subscribed for at a price of 15 cents per share.

Banyan commenced trading on January 27, 2011 on the TSX Venture Exchange and trades under the symbol BYN.

On August 31, 2012, the Company entered into a Letter of Intent (the "LOI") with Argus Metals Corp. ("Argus") to acquire a 100% interest in Hyland Gold Property (the "Hyland Property") in the Watson Lake Mining District of the south eastern Yukon Territory, Canada.

On October 4, 2012, the LOI with Argus was upgraded to a Definite Assignment and Transfer Agreement ("Definite Agreement"). On February 15, 2013, the definite agreement was completed with the issuance of 4,000,000 Banyan shares to Argus in conjunction with a non brokered private placement of 5,000,000 Units at $0.10 per unit to complete the Company's qualifying Transaction under the rules of the TSX Venture Exchange. On March 1st, 2013 the Company completed a non brokered private placement of 2,000,000 Units at $0.10 per unit.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results which are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise forward-looking statements, whether as a result of new information, future events, or otherwise.

Selected Financial Data

The following selected financial data is derived from the quarterly unaudited financial statements of the Company prepared in accordance with International Accounting Financial Reporting Standards ("**IFRS**").

Fiscal Quarters of the Fiscal Year Ended September 30, 2013

All in $ Cdn	**First Quarter**	**Second Quarter**	**Third Quarter**	**Fourth Quarter**
Operations:				
Revenues	$ -	-		
Expenses	23,074	84,527		
Comprehensive Loss	(23,074)	(84,527)		
Loss per share – basic & fully diluted	0.01	0.01		
Balance Sheet:				
Working Capital	146,668	610,337		
Total Assets	202,898	1,178,711		
Total Long term liabilities	Nil	Nil		

Fiscal Quarters of the Fiscal Year Ended September 30, 2012

All in $ Cdn	**First Quarter**	**Second Quarter**	**Third Quarter**	**Fourth Quarter**
Operations:				
Revenues	$ -	$ -	$ -	$ -
Expenses	2,903	14,267	5,192	55,436
Comprehensive Loss	(2,903)	(14,267)	(5,192)	(55,436)
Loss per share – basic & fully diluted	0.00	0.00	0.00	(0.02)
Balance Sheet:				
Working Capital	262,540	259,637	245,370	169,742
Total Assets	269,120	246,274	243,643	235,972
Total Long term liabilities	Nil	Nil	Nil	Nil

Fiscal Quarters of the Fiscal Year Ended September 30, 2011

All in $ Cdn	**First Quarter**	**Second Quarter**	**Third Quarter**	**Fourth Quarter**
Operations:				
Revenues			$ -	$ -
Expenses			(523)	10,000
Comprehensive Loss			523	(10,000)
Loss per share – basic & fully diluted			0.00	0.00
Balance Sheet:				
Working Capital			273,282	262,540
Total Assets			273,707	269,041
Total Long term liabilities			Nil	Nil

Results of Operations

Three months ended March 31, 2013

On February 15th, 2013, the Company has closed its qualifying transaction (the "**Transaction**") with the purchase of 100% of the Hyland Gold Property (the "**Hyland Property**") as previously disclosed in the September 10, 2012 news release. As a result of the completion of the Transaction, Banyan has ceased to be a Capital Pool Company (as defined in the policies of the TSX Venture Exchange (the "**TSXV**")) and is trading as a Tier 2 Mining Issuer on the TSXV effective at the opening of the market on February 19, 2013. In conjunction with the qualifying transaction, the Company has changed its name to Banyan Gold Corp. The trading symbol of the Company has changed from "BYN.P" to "BYN".

Through the close (the "**Closing**") of the definitive assignment and transfer agreement (the "**Definitive Agreement**") dated October 4, 2012 with Argus Metals Corp. ("**Argus**") the Banyan acquired mineral claims and the right to earn an undivided 100% interest in mineral claims in the Hyland Property, located in the Watson Lake Mining District of South Eastern Yukon Territory, Canada . The Hyland Property is large scale sediment hosted gold system in Yukon's Selwyn basin situated approximately 70 kilometers northeast of the Village of Watson Lake. The property is accessible by helicopter, float plane and 4x4 roads. Hyland consists of 927 claims (approximately 18,620 hectares) and lies near the southeast end of the Tintina Gold Belt extending across central Alaska and Yukon.

In connection with the Transaction, Banyan also completed a non-brokered private placement (the "Placement") of 5,000,000 units (each, a "**Unit**") at $0.10 per Unit for gross proceeds of $500,000. Each Unit consists of one Banyan share (each, a "**Share**") and one half share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one Share at an exercise price of $0.15 for 12 months. All Shares, including Shares issued pursuant to the due exercise of Warrants, are subject to a four month hold period under applicable securities laws. Each of the directors participated in the non-brokered private placement financing.

Pursuant to the Hyland acquisition the Company previously paid Argus $15,000. On Closing, the Company paid Argus an additional $20,000 and issued 4,000,000 common shares of the Banyan to Argus. In order to acquire a 100% interest in the Hyland Property, a $100,000 payment final payment was made to StrataGold Corporation, a subsidiary of Victoria Gold Corp. The Company is also obligated to deliver 300,000 Argus common shares (on a pre-consolidated basis) to StrataGold Corporation or the greater of the market value thereof or such other consideration as the parties may agree. The 4,000,000 Shares issued to Argus were subsequently distributed to Argus shareholders during the quarter.

On March 1, 2013, the Company entered into a non brokered private placement for 2,000,000 Units at $0.10 per unit. Each Unit consisted of one share and one half share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one Share at an exercise price of $0.15 for 12 months. All Shares, including Shares issued pursuant to the due exercise of Warrants, are subject to a four month hold period under applicable securities laws.

During the three month period ended March 31, 2013, the Company recorded a net loss of $(84,527) vs a loss $(14,267) in quarter ended March 31, 2012. The current period loss is related mostly related to legal expenses of $55,903 (Nil March 31, 2012), Filing Fees $9,773 ($12,057 March 31 2012), Transfer Agent Fees $6,683 ($217 March 31, 2012) and Travel $5,786 ($2,114 March 31, 2012).

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of general and admin expenses and material costs incurred in the last two fiscal periods:

General & Admin & Material Costs	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Legal	$ 55,903	$ -
Filing Fees	9,773	12,057
Transfer Agent Fees	6,683	217
Travel	5,786	2,114
Professional Fees	3,293	-
Advertising & Promotion	2,804	-
Office & Admin	855	374
Interest & bank charges	165	-

Financial Condition & Liquidity

Cash and cash equivalents at March 31, 2013 totaled $623,649 compared to $218,222 on March 31, 2012

These interim financial statements are presented on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of operations.

The Company does not generate cash flows from operations and has therefore relied principally on the issuance of equity securities to finance its operation activities to the extent that such instruments are issuable under terms acceptable to the Company.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

Capital Resources

The Company's capital consists of an unlimited number of Class A & B common shares and an unlimited number of Preference shares.

As at March 31, 2013, the Company had 14,334,000 common shares issued and outstanding (March 31, 2012 – 3,334,000), 333,400 stock options exercisable at $0.15 and expiring on January 25, 2021 (March 31, 2012 – 334,400) and 3,500,000 warrants exercisable at $0.15. (March 31, 2012 200,000 broker warrants).

During the quarter ended March 31, 2013 no stock options were granted or exercised (Nil March 31, 2012) and 3,500,000 warrants exercisable at $0.15 were issued (Nil March 1, 2012).

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions.

Critical Accounting Estimates

A detailed summary of all the Company's significant accounting policies is included in Note 3 to September 30, 2012 audited financial statements found on www.sedar.com. The accounting policies adopted are consistent with those of the previous financial year.

Changes in Accounting Polices

There have been no changes in accounting policies since the September 30, 2012 yearend financial statements.

Future Accounting Policies

The following new standards have been issued but are not yet applicable to the Company:

(i) IFRS 9 Financial instruments:

As part of the project to replace IAS 39, Financial Instruments: Recognition and Measurement, this standard retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets. More specifically, the standard:
- deals with classification and measurement of financial assets;
- establishes two primary measurement categories for financial assets: amortized cost and fair value;
- prescribes that classification depends on entity's business model and the contractual cash flow characteristics of the financial asset;
- eliminates the existing categories: held to maturity, available for sale, and loans and receivables.

Certain changes were also made regarding the fair value option for financial liabilities and accounting for certain derivatives linked to unquoted equity instruments.

This standard is effective for annual periods beginning on or after January 1, 2015. The Company will adopt these standards when it becomes effective. The Company has currently not assessed the impact of adopting this standard.

(ii) IFRS 10 Consolidated Financial Statements

IFRS 10 will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12 Consolidation — Special Purpose Entities. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements. The standard provides additional guidance to assist in determining control where this is difficult to assess.

(iii) IFRS 11 Joint Arrangements

IFRS 11 applies when accounting for interests in joint arrangements where there is joint control. Joint arrangements would be classified as either joint operations or joint ventures. The structure of the joint arrangement would no longer be the most significant factor when classifying the joint arrangement as either a joint operation or a joint venture. The option to account for joint ventures (previously called jointly controlled entities) using proportionate consolidation would be removed and equity accounting would be required. Ventures would transition the accounting for joint ventures from the proportionate consolidation method to the equity method by aggregating the carrying values of the proportionately consolidated assets and liabilities into a single line item.

(iv) IFRS 12 Disclosure of Involvement with Other Entities,

IFRS 12 includes disclosure requirements about subsidiaries, joint ventures, and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements.

(v) IFRS 13 Fair Value Measurement

IFRS 13 provides a single framework for measuring fair value while requiring enhanced disclosure when fair value is applied.

(vi) IAS 28 Investments in Associates and Joint Ventures

As a consequence of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended and will provide the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

These amendments (ii to vi) are effective for annual periods beginning on or after January 1, 2013. The Company will adopt these standards (and amended standards) when they become effective. The Company has currently not assessed the impact of adopting these standards (and amended standards).

Transactions with Related Parties

There were no related party transactions during the period beyond the reimbursement of expenses incurred in the normal course of business.

Risks and Uncertainties

The Company's financial performance is likely to be subject to the following risks:

i) the Company has not commenced commercial operations, and has no assets other than cash, has no history of earnings and has no means to pay dividends;
ii) until completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
iii) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction; and
iv) In the event the Company identifies a Qualifying Transaction there can be no assurances the Company can raise sufficient financing to complete the transaction.

Investor Relations Activities

The Company does not have any investor relations arrangements.

Subsequent Event

There were no subsequent events.

Directors and Officers of Banyan

The current Board consist of Richmond Graham, David Rutt, Mark Ayranto and John. Officers of Banyan consist of Mark Ayranto – Non Executive Chairman of the Board of Directors, Richmond Graham – President & CEO, David Rutt – CFO & Corporate Secretary and Paul D. Gray, Vice President, Exploration